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Attorneys for Defendant  
 COMPASS USA SPE, LLC and COMPASS  
 PARTNERS, LLC

UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

In re:  
 USA CAPITAL FIRST TRUST DEED FUND,  
 LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

3685 SAN FERNANDO LENDERS, LLC, a  
 Nevada limited liability company, et al.,  
 Plaintiffs,

vs.

COMPASS USA SPE, LLC, a Delaware limited  
 liability company, et al.  
 Defendants.

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

Adversary Proceeding No. \_\_\_\_\_

Affects:

- ☐ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

**NOTICE OF REMOVAL**

**Bullivant|Houser|Bailey PC**

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1 Defendants Compass USA SPE, LLC and Compass Partners, LLC (together,  
2 "Compass") give this notice (the "Notice") that, pursuant to 28 U.S.C. §§ 157, 1334 and  
3 1452(a), LR 1001(b)(1), and Rule 9027 of the Federal Rules of Bankruptcy Procedure (the  
4 "Bankruptcy Rules"), case number 3:07-cv-00241-ECR-VPC, captioned as 3685 San Fernando  
5 Lenders, LLC, et al. v. Compass USA SPE, LLC, et al. (the "Action"), currently pending in the  
6 United States District Court for the District of Nevada (the "District Court"), is removed to the  
7 United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court").

8 On January 8, 2007 the Bankruptcy Court entered its order (the "Confirmation  
9 Order") confirming the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (as  
10 modified, the "Plan"). The Action is inconsistent with the Confirmation Order. Removal is  
11 appropriate because (1) the relief provided for in the Confirmation Order involves substantial  
12 bankruptcy matters, including interpretation of Sections 363, 1141 and 1142 of title 11 of the  
13 United States Code (the "Bankruptcy Code"), (2) the Bankruptcy Court specifically retained  
14 broad exclusive jurisdiction over the matters set forth in the Confirmation Order and certain  
15 matters raised in the Action, and (3) the Bankruptcy Court has original and exclusive  
16 jurisdiction over interpretation and enforcement of its own orders. Accordingly, removal is  
17 appropriate because the Bankruptcy Court has jurisdiction under 28 U.S.C. § 1334 and referral  
18 of the Action to the Bankruptcy Court is automatic under 28 U.S.C. § 157(a) and LR  
19 1001(b)(1). Upon removal the claims and causes of action are core under 28 U.S.C. § 157(b)(L)  
20 and (M).

21 Copies of all process and pleadings filed in the Action are attached to this Notice  
22 as Exhibit A. Under Bankruptcy Rule 9027(c), the parties to the Action shall proceed no further  
23 in the District Court unless and until the removed claims and causes of action are remanded.

24 This Notice is signed pursuant to Rule 11 of the Federal Rules of Civil Procedure  
25 and Bankruptcy Rule 9011. This Notice is filed with the Bankruptcy Court pursuant to  
26 Bankruptcy Rules 9001(3) and 9027(a)(1), with a copy to be filed in the District Court.  
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1 Compass files this Notice without waiving any existing defenses or rights in the Action or the  
2 above-captioned adversary proceeding.

3 DATED this 25<sup>th</sup> day of May, 2007

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5 BULLIVANT HOUSER BAILEY, PC

6 By: 

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21 Counsel for Compass Financial Partners  
22 LLC  
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